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Holbrook Ake, Cold Stiefel & Ray, P.A.
(Requestor's Name)

One Independent Dr.
(Address)

Suite 2301
(Address)

Jacksonville FL 32202
(City/State/Zip/Phone #)

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(Business Entity Name)

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HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

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May 11, 2007

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Flamingo Development of Flagler, Inc.
Conversion to Flamingo Development of
Flagler, LLC
Check in the amount of \$150

Dear Ladies and Gentlemen:

Enclosed are Certificate, Articles of Organization and fees submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with Section 608.439 of the Florida Statutes.

Enclosed is a check for the amount of \$150 for filing fees of \$25 for Conversion and \$125 for Articles of Organization.

Please advise us, in writing, of the approval and filing of these instruments and return acknowledgement copies to the undersigned.

Please advise us if you require anything further. Thank you for your assistance and cooperation.

Sincerely yours,

Edward C. Akel
/gp

EDWARD C. AKEL

ECA/gp
Enclosures

cc: Ms. Irene Mednikov
Yelena Sergakova

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CERTIFICATE OF CONVERSION
OF
FLAMINGO DEVELOPMENT OF FLAGLER, INC.
("Other Business Entity")
INTO
FLAMINGO DEVELOPMENT OF FLAGLER, LLC
(a Florida Limited Liability Company)

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is FLAMINGO DEVELOPMENT OF FLAGLER, INC.

2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of FLORIDA
8/25/1999

3. If the jurisdiction of the "Other Business Entity" has changed, the state or country under the laws of which it is now organized, formed or incorporated: Not Applicable.

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization FLAMINGO DEVELOPMENT OF FLAGLER, LLC.

5. The effective date of this Certificate of Conversion is on filing.

SIGNED this 07 day of May, 2007.

FLAMINGO DEVELOPMENT OF
FLAGLER INC.

FLAMINGO DEVELOPMENT OF
FLAGLER, LLC

By: I. Medy
Irene Mednikov, President

By: I. Medy
Irene Mednikov, Manager

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ARTICLES OF ORGANIZATION
OF
FLAMINGO DEVELOPMENT OF FLAGLER, LLC

The undersigned, the authorized representative of a member, intending to form and create a Limited Liability Company, as defined in Chapter 608 of the Florida Statutes, hereby files these Articles of Organization and states:

ARTICLE I
NAME AND ADDRESS

The name of the Limited Liability Company is FLAMINGO DEVELOPMENT OF FLAGLER, LLC. The principal office address and mailing address is c/o IRENE MEDNIKOV, 170 Old Kings Road, South, Flagler Beach, Florida 32136.

ARTICLE II
REGISTERED AGENT AND OFFICE

The name and street address of the Limited Liability Company's initial registered agent and office is IRENE MEDNIKOV, 170 Old Kings Road, South, Flagler Beach, Florida 32136.

ARTICLE III
MANAGEMENT; MANAGER

The Limited Liability Company is to be a manager-managed company. The name and address of the managers who shall serve as manager until a successor is elected and duly qualified are:

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<u>Managers</u>	<u>Street Address and Mailing Address</u>
Irene Mednikov	170 Old Kings Road, South Flagler Beach, Florida 32136
Inna Shevchenko	170 Old Kings Road, South Flagler Beach, Florida 32136

ARTICLE IV
PURPOSE OF COMPANY

The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes.

ARTICLE V
EFFECTIVE DATE AND DURATION

The Company shall be effective on filing and shall have perpetual duration.

SIGNED by the undersigned as the authorized representative of a member this 07 day of May, 2007.


IRENE MEDNIKOV

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ACKNOWLEDGEMENT AND ACCEPTANCE
OF REGISTERED AGENT OF
FLAMINGO DEVELOPMENT OF FLAGLER, LLC

Having been named to accept service of process as registered agent for the above stated limited liability company, at the place designated in the Articles of Organization of the limited liability company to which this is attached, I hereby accept the appointment as registered agent and I agree to act in this

capacity, and agree to comply with the provision of said act relative to keeping open the registered office at the address below.

I. Medz -

IRENE MEDNIKOV

170 Old Kings Road, South
Flagler Beach, Florida 32136

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